

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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| IN RE: AFTERMARKET FILTERS ANTITRUST LITIGATION | Master Docket No. 08-cv-4883 MDL Docket No. 1957 |
| This Document Relates To: All Purchaser Actions | Honorable Robert W. Gettleman Magistrate Geraldine Soat Brown |

**DIRECT PURCHASER, INDIRECT PURCHASER, AND GAS RETAILER
PLAINTIFFS' UNOPPOSED MOTION TO ACCEPT
SETTLEMENT MODIFICATIONS**

Direct Purchaser, Indirect Purchaser, and Gas Retailer Plaintiffs ("Plaintiffs") respectfully move this Court to enter an Order accepting each of the Modifications of Settlement Agreement Between Plaintiffs, the State of Florida, Office of the Attorney General, Department of Legal Affairs (the "State of Florida"), and (1) Defendant Baldwin Filters, Inc. ("Baldwin"); (2) Defendant Cummins Filtration, Inc. ("Cummins"); (3) Defendant Donaldson Company, Inc. ("Donaldson"); and (4) Defendants Affinia Group, Inc., Wix Filtration Corp LLC (together, "Wix"), Champion Laboratories, Inc. ("Champion"), and Honeywell International Inc. ("Honeywell") described herein and attached hereto as Exhibits A – D, respectively (the "Modification Agreements"). In support of this Motion, Plaintiffs state as follows:

1. On October 7, 2011, Baldwin, Cummins, and Donaldson entered into Settlement Agreements with Plaintiff class representatives, both individually and on behalf of direct purchasers, indirect purchasers, and California gas retailers, and the State of Florida to settle the claims brought in the above-captioned case.

2. On or about March 16, 2012, the parties agreed to modify the Baldwin, Cummins, and Donaldson settlement agreements in two respects:

- (1) The date for providing mail and publication notice to respective classes was extended from 45 days after entry of an order for preliminary approval to
 - (a) 60 days for the settlements with the Direct Purchaser and Gas Retailer Plaintiffs; and
 - (b) 90 days for the settlement with the Indirect Purchaser Plaintiffs¹; and
- (2) The end date for the class period was changed from October 7, 2011 to March 8, 2012, so the end date of the settlements that Plaintiffs and the State of Florida entered with Baldwin, Cummins, and Donaldson will be the same as the end date of the settlements that Plaintiffs and the State of Florida entered with Defendants Champion, Wix, and Honeywell. *See Exhibits A – C.*

3. On March 8, 2012, Champion, Wix, and Honeywell entered into a Settlement Agreement with Plaintiff class representatives, both individually and on behalf of direct purchasers, indirect purchasers, and California gas retailers, and the State of Florida to settle the claims brought in the above-captioned case.

4. On or about March 20, 2012, the parties agreed to modify the Champion, Wix, and Honeywell settlement agreement in two respects:

- (1) The date for providing mail and publication notice to respective classes was extended from 45 days after entry of an order for preliminary approval to

¹ More time is required for providing notice to the Indirect Purchaser Plaintiff Class due to the placement deadlines for certain publications being utilized as part of that Class's notice plan.

- (a) 60 days for the settlements with the Direct Purchaser and Gas Retailer Plaintiffs; and
- (b) 90 days for the settlement with the Indirect Purchaser Plaintiffs; and
- (2) The “Effective Date” for the settlement with Florida was changed to the date on which each Settling Defendant wire transfers the settlement amount to the State of Florida, rather than after the expiration of the time to appeal from an order of final approval, which is the effective date for the settlement agreements with the classes. *See* Exhibit D.

5. Baldwin, Cummins, Donaldson, Champion, Wix, and Honeywell consent to the Motion.

IN WITNESS WHEREOF, the Plaintiffs, through their fully authorized representatives, respectfully request that this Court grant this Motion and accept the attached Modification to Settlement Agreements Between Plaintiffs and Defendants Baldwin, Cummins, Donaldson, Champion, Wix, and Honeywell.

Dated: April 2, 2012

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